

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In Re:	§	Case No. 09-39313
	§	
DEEP MARINE HOLDINGS, INC., et al.	§	Jointly Administered
	§	Chapter 11
Debtors.	§	
	§	

**AFFIDAVIT OF K. B. BATTAGLINI AND STATEMENT
UNDER RULE 2014 OF THE BANKRUPTCY RULES
AND SECTION 329 OF THE BANKRUPTCY CODE**

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared K. B. Battaglini who, being duly sworn by me, did state as follows:

1. My name is K. B. Battaglini. I am over the age of 18 and of sound mind and capable of making this affidavit (the "Affidavit"). I have personal knowledge of the facts contained in this affidavit, and they are true and correct to the best of my knowledge.

2. I am an attorney admitted to practice law in the states of Texas and New York, the United States District Courts for the Northern, Eastern, Western and Southern Districts of Texas, the United States District Court for the Southern District of New York, and the United States Court of Appeals for the Fifth Circuit. I am a shareholder with the law firm of Greenberg Traurig LLP ("Greenberg"). My office address is 1000 Louisiana Street, Suite 1700, Houston, Texas, USA 77002. In addition to Houston, Greenberg has offices in Albany, Amsterdam, Atlanta, Austin, Boston, Chicago, Dallas, Denver, Florham Park (New Jersey), Fort Lauderdale, Irvine, Las Vegas, London, Los Angeles, Miami, New York, Orlando, Palm Beach, Palo Alto,

Philadelphia, Phoenix, Sacramento, Shanghai, Tallahassee, Tampa, Tysons Corner, Washington (DC), White Plains and Wilmington (Delaware), as well as strategic alliances with firms in Milan, Rome, Tokyo and Zurich.

3. This Affidavit is given in support of Greenberg's retention as special counsel for Deep Marine Holdings Inc. and Deep Marine Technology Inc., debtors and debtors-in-possession in the above-captioned cases (the "Debtors").

4. As required by Bankruptcy Rule 2014, the following is a disclosure of Greenberg's connections with the Debtors, Creditors, any other parties in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee. In conjunction with the preparation of this Affidavit, information regarding the Debtors, Creditors, any other parties in interest, their respective attorneys and accountants, and the United States Trustee were submitted to Greenberg's computer conflicts database. Greenberg maintains and systematically updates a system to determine conflicts in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records. The conflicts check system and adverse party index maintained by Greenberg are designed to include every matter on which the firm is now or has been engaged, by which entity the firm is now or has been engaged, and, in each instance, the identity of related parties and adverse parties and the attorney in the firm that is knowledgeable about the matter. The policy of Greenberg is that no new matter may be accepted or opened without completing and submitting to those charged with maintaining the conflicts check system and adverse party index the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter and related and adverse parties. Using the conflicts check procedures, Greenberg determined the following:

5. **Connections with the Debtors.** Greenberg has previously represented Debtors Deep Marine Holdings Inc. and Deep Marine Technology Inc., but has not represented any director, officer, shareholder or employee of the Debtors. Prior to the commencement of the bankruptcy proceeding, Greenberg served as counsel of record for Deep Marine Holdings Inc. and Deep Marine Technology Inc. in Civil Action No. 5020-VCS, *FLI Deep Marine LLC et al. v. Paul McKim et al.*, Delaware Chancery Court, and Civil Action No. 5032-VCS, *Deepwork Inc. v. Paul McKim et al.*, Delaware Chancery Court (together the “Delaware Litigation”). Although a Suggestion of Bankruptcy was filed in each civil action, those matters remain pending. Greenberg served as counsel of record for Deep Marine Holdings Inc. and Deep Marine Technology Inc. in Civil Action No. 4138-VCN, *FLI Deep Marine LLC et al. v. Paul McKim et al.*, Delaware Chancery Court (dismissed on motion Apr. 21, 2009), and in Cause No. 2008-64385, *Paul McKim v. Nasser Kazeminy et al.*, 129th Judicial District Court, Harris County, Texas (dismissed on motion Aug. 14, 2009), and in Cause No. 2008-65512, *Deep Marine Holdings Inc. and Deep Marine Technology Inc. v. Paul McKim et al.*, 129th Judicial District Court, Harris County, Texas (final order granted Mar. 2, 2009). Greenberg also served as counsel to the Special Litigation Committee of the Boards of Directors of Deep Marine Holdings Inc. and Deep Marine Technology Inc. and conducted an internal investigation resulting in the preparation of a Final Report in response to a shareholder demand dated Oct. 10, 2008.

6. **Connections with the Creditors.** Greenberg is listed among the top 30 unsecured creditors of the Debtors, arising from unpaid pre-petition legal fees and expenses. Greenberg has no connection with, and has not represented, the other top 30 unsecured creditors of the Debtors. Greenberg has previously represented secured creditors PNC Bank and GE

Capital, but does not currently represent PNC Bank or GE Capital, their attorneys or their accountants.

7. **Connections with other parties in interest.** Greenberg has previously represented Grant Thornton, Merrill Lynch, National City Commercial and Cisco Systems, but does not represent those entities in connection with the bankruptcy proceeding. Greenberg has no connection with, and has not represented, the other parties in interest, their attorneys or their accountants.

8. **Connections with the United States Trustee.** Greenberg has no connection with, and has not represented, the United States Trustee or any person employed in the office of the United States Trustee.

9. **Basis of retention as special counsel.** Greenberg Taurig became well-versed in the facts and circumstances relevant to the Delaware Litigation. It would be inefficient and duplicative to require new counsel to similarly acquaint itself with those facts and circumstances. Furthermore, retention of new counsel would increase the legal fees incurred by the bankruptcy estate. Greenberg is willing to be retained by the Debtors as special counsel to:

- (a) Prepare and file such pleadings as are necessary to zealously defend claims asserted against the Debtors in connection with the Delaware Litigation;
- (b) Conduct appropriate examinations of witnesses, claimants and other parties in interest in connection with the Delaware Litigation;
- (c) Collect any judgment that may be entered in the Delaware Litigation;

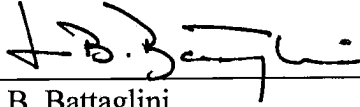
(d) Handle any appeals that may result from the Delaware Litigation;

(e) Perform any other legal services which may be appropriate in connection with the representation in the Delaware Litigation.

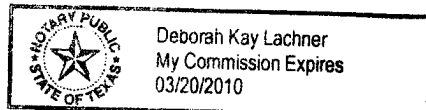
10. **Compensation.** Greenberg will maintain detailed records of costs and expenses incurred in connection with their services, which will be set forth in detail as part of their monthly invoice and fee applications. Greenberg will make appropriate application to the court for compensation and reimbursement of out-of-pocket expenses, all in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules for the Southern District of Texas, and further orders of this Court. Greenberg will bill at its normal hourly rates. The current hourly rates for the attorneys and paralegals that may work on this matter are:

Michael J. Maimone	Shareholder	\$ 585
K. B. Battaglini	Shareholder	\$ 510
Joseph B. Cicero	Associate	\$ 425
Gregory E. Stuhlman	Associate	\$ 340
Molly Socha	Paralegal	\$ 140

11. No agreement exists, nor will any be made, to share any compensation received by Greenberg for its services with any other person or firm.


K. B. Battaglini

Sworn to and subscribed before me this 14th day of January 2010.




Notary Public